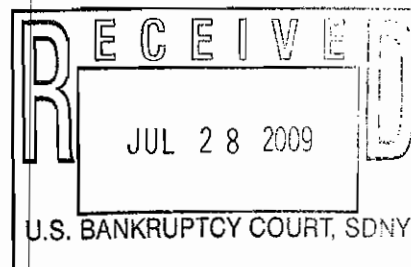


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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X

In re

Chapter 11

GENERAL MOTORS CORP., *et al.*,

Case No. 09-50026 (REG)

Debtors.

(Jointly Administered)

----- X

**OLIVER ADDISON PARKER'S (I) DESIGNATION OF ITEMS TO BE INCLUDED  
IN THE RECORD ON APPEAL AND (II) STATEMENT OF ISSUES TO BE PRESENTED**

PLEASE TAKE NOTICE that Oliver Addison Parker, Pro Se, having filed his notice of appeal on July 15, 2009 [Docket No. 3184] of the decision [Docket No. 2967] and order [Docket No. 2968] of this Court entered July 5, 2009 authorizing the sale of assets pursuant to the Amended and Restated Master Sale and Purchase Agreement with NMGCO, Inc., a U.S. Treasury-sponsored purchaser, and granting related relief, hereby submits this (I) designation of items to be included in the record of appeal and (II) statement of issues to be presented on appeal.

**DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

**A. Docketed Entries with the Bankruptcy Court**

The following documents have been filed with the Bankruptcy Court under the corresponding Bankruptcy Court Docket Numbers and are hereby designated as items to be included in the record on appeal:

| <u>Item</u> | <u>Bankr. Doc. No.</u> | <u>Description</u> |
|-------------|------------------------|--------------------|
| 1           | 1                      | Voluntary Petition |

| <b><u>Item</u></b> | <b><u>Bankr. Doc. No.</u></b> | <b><u>Description</u></b>  |
|--------------------|-------------------------------|--|
| 2                  | 21                            | Affidavit of Frederick A. Henderson  |
| 3                  | 37                            | Statement of the United States of America Upon the Commencement of General Motors Corporation's Chapter 11 Case (Attachments: # 1 Exhibit A: Department of the Treasury Determination Dated December 19, 2008; # 2 Exhibit B: Department of the Treasury Determination Dated April 29, 2009.)  |
| 4                  | 68                            | Declaration of William C. Repko In Support of Debtors' Proposed Debtor in Possession Financing Facility and Exhibits Thereto   |
| 5                  | 92                            | Motion for Sale of Property under Section 363(b)/ Debtors Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to The Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing (Attachments: # 1 Exhibit A - Proposed Master Sale and Purchase Agreement; # 2 Exhibit Sale Order; # 3 Exhibit C - Sale Procedures Order; # 4 Exhibit D - Form of Assumption and Assignment; Notice # 5 Exhibit E - Form of Assumption and Assignment; Notice # 6 Exhibit F- Form Of UAW Retiree Notice; # 7 Exhibit G - Form of Publication Notice) |
| 6                  | 105                           | Memorandum of Law Memorandum of Law In Support of Debtors' Motion Pursuant To 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to (I) Approve (A) The Sale Pursuant to The Master Sale and Purchase Agreement with Vehicle Acquisition Holdings (related document(s) (Attachments: # 1 Exhibit A # 2 Exhibit B # 3 Exhibit C # 4 Exhibit D # 5 Exhibit E # 6 Exhibit F)   |
| 7                  | 422                           | Supplemental Declaration of William C. Repko in Support of Debtors' Proposed Debtor in Possession Financing Facility   |

| <b><u>Item</u></b> | <b><u>Bankr. Doc. No.</u></b> | <b><u>Description</u></b>  |
|--------------------|-------------------------------|--|
| 8                  | 425                           | Declaration of J. Stephen Worth in Support of the Proposed Sale of Debtors' Assets to Vehicle Acquisition Holdings LLC and Exhibits Thereto  |
| 9                  | 431                           | Supplemental Declaration of J. Stephen Worth in Support of the Proposed Sale of Debtors' Assets to Vehicle Acquisition Holdings LLC  |
| 10                 | 435                           | Declaration of Albert Koch and Exhibits Thereto  |
| 11                 | 947                           | Certain Exhibits and Schedules to the Master Sale and Purchase Agreement   |
| 12                 | 1941                          | Objection to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m) and 365 and Fed.R.Bankr.P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; And (II) Schedule Sale Approval Hearing filed by Thomas M. Kennedy on behalf of IUE-CWA, AFL-CIO, International Union of Operating Engineers ("IUOE") and IUOE Locals 101, 18s, 832s, United Steelworkers. |
| 13                 | 1969                          | The Unofficial Committee of Family & Dissident GM Bondholders' Objection to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLX, a U.S. Treasury-sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unezpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing   |
| 14                 | 1997                          | Objection of Ad Hoc Committee of Consumer Victims of General Motors to the Debtors Motion Pursuant to 11 U.S.C. §§105, 363(b), (f), (k), and (m), and 365 and Fed R. Bankr. P. 2002, 6004, And 6006, to (I) Approve  |

| <u>Item</u> | <u>Bankr. Doc. No.</u> | <u>Description</u>   |
|-------------|------------------------|--|
|             |                        | (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; And (II) Schedule Sale Approval Hearing   |
| 15          | 2176                   | Individual Accident Litigants' Amended Objection to Motion of Debtors for the Sale of the "Purchased Assets" Free and Clear of Potential Successor Liability Claims  |
| 16          | 2177                   | Individual Accident Litigants' Amended Memorandum of Law in Support of Debtors' 363 Motion for the Sale of the "Purchased Assets" Free and Clear of Potential Successor Liability Claims (Attachments: #1Exhibit A)  |
| 17          | 2193                   | <p>Amendment to Objection of Oliver Addison Parker to the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLX, a U.S. Treasury-sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unezpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing</p> <p>and</p> <p>Joinder in and Adoption of the Unofficial Committee of Family &amp; Dissident GM Bondholders' Objection to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLX, a U.S. Treasury-sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unezpired Leases; and</p> |

| <b><u>Item</u></b> | <b><u>Bankr. Doc. No.</u></b> | <b><u>Description</u></b>  |
|--------------------|-------------------------------|--|
|                    |                               | (C) Other Relief; and (II) Schedule Sale Approval Hearing  |
| 18                 | 2194                          | Objection of Oliver Addison Parker to the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLX, a U.S. Treasury-sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unezpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing |
| 19                 | 2474                          | Debtors' Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief                               |
| 20                 | 2479                          | Supplemental Affidavit of Frederick A. Henderson   |
| 21                 | 2577                          | Declaration of Harry Wilson (Attachments: #1 – Exhibits A & B)   |
| 22                 | 2578                          | The United States' Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief                     |
| 23                 | 2646                          | The United States of Americas Statement in Support of Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b),  |

| <b><u>Item</u></b> | <b><u>Bankr. Doc. No.</u></b> | <b><u>Description</u></b>  |
|--------------------|-------------------------------|--|
|                    |                               | (f), (k), and (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief   |
| 24                 | 2649                          | Amended and Restated Master Sale & Purchase Agreement and Certain Exhibits and Schedules Thereto.  |
| 25                 | 2657                          | Debtors' Amended Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief           |
| 26                 | 2659                          | The United States' Amended Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief |
| 27                 | 2681                          | Amended Omnibus Reply to Motion/Omnibus Reply of the Debtors to Objections to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of  |

| <b><u>Item</u></b> | <b><u>Bankr. Doc. No.</u></b> | <b><u>Description</u></b>  |
|--------------------|-------------------------------|--|
|                    |                               | Certain Executory Contracts and Unexpired Leases;<br>and (C) Other Relief  |
| 28                 | 2774                          | First Amendment to Amended and Restated Master<br>Sale and Purchase Agreement, dated as of June 30,<br>2009  |
| 29                 | 2865                          | Amended Objection to Sale Motion on behalf of New<br>York State Department of Environmental<br>Conservation.   |
| 30                 | 2867                          | Statement of the Debtors on Successor Liability  |
| 31                 | 2872                          | Verified Statement of Wilmington Trust Company in<br>Its Capacity as Indenture Trustee Pursuant to Rule<br>2019 of The Federal Rules of Bankruptcy Procedure<br>(Attachments: # 1 Exhibit A: Indenture, dated<br>November 15, 1990; Exhibit B: Indenture, dated<br>December 7, 1995)   |
| 32                 | 2878                          | Joint Statement of Individual Accident Litigants and<br><i>Ad Hoc</i> Committee of Consumer Victims of GM<br>Regarding Treatment of Successor Liability Issues<br>from the Ad Hoc Committee of Victims of General<br>Motors and Other Product Liability Claimant<br>Advocates  |
| 33                 | 2967                          | Decision on Debtors' Motion for Approval of (1) sale<br>of assets to Vehicle Acquisition Holdings LLC; (2)<br>assumption and assignment of related executory<br>contracts; and (3) entry into UAW retiree settlement<br>agreement  |
| 34                 | 2968                          | Order (I) Authorizing Sale of Assets Pursuant to<br>Amended and Restated Master Sale and Purchase<br>Agreement with NGMCO, Inc., a U.S. Treasury-<br>Sponsored Purchaser; (II) Authorizing Assumption<br>And Assignment of Certain Executory Contracts and<br>Unexpired Leases in Connection with the Sale; and<br>(III) Granting Related Relief |
| 35                 | 3062                          | Transcript of Hearing: July 2, 2009  |
| 36                 | 3087                          | Transcript of Hearing: June 30, 2009   |

|    |      |  |
|----|------|--|
| 37 | 3148 | Notice of Appeal filed by Oliver Addison Parker,<br>Pro Se   |
| 38 | 3206 | Transcript of Hearing: July 1, 2009  |
| 39 | 3287 | Deposition of Frederick Henderson (if needed, exhibits<br>will be uploaded separately upon agreement with<br>counsel of record for the Debtors and the Purchaser<br>on the handling of confidential information) |
| 40 | 3288 | Deposition of Harry Wilson (if needed, exhibits<br>will be uploaded separately upon agreement with<br>counsel of record for the Debtors and the Purchaser<br>on the handling of confidential information)        |

**B. Undocketed Documents Admitted into Evidence at the Sale Hearing**

The following documents, attached hereto as **Appendices 1 – 4**, have been not been filed with the Bankruptcy Court but were admitted into evidence at the Sale Hearing and are also designated as items to be included in the record on appeal:

|    |            |   |
|----|------------|---|
| 41 | Appendix 1 | Debtors' Ex. 6 in evidence - Loan and Security Agreement by and between Borrower and U.S. Dept. of Treasury as Lender, dated as of December 31, 2008 (Execution Version), and all Appendices, Schedules and Exhibits Thereto <sup>1</sup> |
| 42 | Appendix 2 | Debtors' Ex. 7 in evidence - Guaranty and Security Agreement, dated as of December 31, 2008   |
| 43 | Appendix 3 | Debtors' Ex. 8 in evidence- Equity Pledge Agreement, dated as of December 31, 2008  |
| 44 | Appendix 4 | Parker's Ex. 1 in evidence - Prospectus Dated June 19, 2003 together with Prospectus Supplement dated June 26, 2003 <sup>2</sup>  |

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<sup>1</sup> Pursuant to the provisions of Local Bankruptcy Rule 8007-1(b), because of its unusual bulk, only the relevant portions of Debtors' Ex. 6 are included in Appendix 1. If requested by the Court or by any party, other relevant portions of the document (or if needed, the entire document) will be made available.

<sup>2</sup> Pursuant to the provisions of Local Bankruptcy Rule 8007-1(b), because of its unusual bulk, only the relevant portions of Parker's Ex. 1 are included in Appendix 4. If requested by the Court or by any party, other relevant portions of the document (or if needed, the entire document) will be made available.



**C. Undocketed Documents Not Admitted into Evidence at the Sale Hearing**

The following document, attached hereto as **Appendix 7**, has been not been filed with the Bankruptcy Court and was not admitted into evidence at the Sale Hearing, but is respectfully requested and designated as an additional item to be included in the record on appeal:

45                    **Appendix 5**                    Declaration of Oliver Addison Parker in support  
of his claim that the speed with which the Section  
363 sale of the Debtors' principal assets to the  
Purchaser was approved violated due process

**STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL**

1.     Whether the Bankruptcy Court erred in allowing the Debtors' to transfer their net operating loss carry-forwards to the Purchaser?
2.     Whether the Government's actions in purchasing the Debtors principal assets exceed its statutory authority and are unlawful?
3.     Whether the Section 363 sale of the Debtors' principal assets to the Purchaser constitutes an unconstitutional taking in violation of the 5<sup>th</sup> Amendment?
4.     Whether the Bankruptcy Court erred in failing to treat the bondholders as secured creditors?
5.     Whether the Bankruptcy Court erred in approving the Section 363 sale of the Debtors' principal assets to the Purchaser?
6.     Whether the Bankruptcy Court erred in finding that the Debtor and Purchaser acted in good faith?
7.     Whether the speed with which the Section 363 sale of the Debtors' principal assets to the Purchaser was approved violated due process?

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that true and accurate copies of the above and foregoing document have been served by United States Mail, Postage Prepaid, to the following named attorneys for each of the following named parties, this 27<sup>th</sup> day of July 2009:

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By: 

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